

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-22312 (RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	
WINDSTREAM HOLDINGS, INC. et al.,	)	
	)	
Plaintiffs,	)	Adv. Pro. No. 19-08279
v.	)	
	)	
UNITI GROUP INC., <i>et al.</i> ,	)	
	)	
Defendants.	)	

**STIPULATED SCHEDULING ORDER**

This Stipulated Scheduling Order (the “Order”) is entered into by and among (a) Windstream Holdings, Inc. and Windstream Services, LLC (together, “Windstream”); (b) CSL National, LP and certain of its defendant affiliates (collectively, “Uniti”); and (c) the First Lien Ad Hoc Group, the Ad Hoc Committee of Second Lien Noteholders, the Official Committee of Unsecured Creditors, and UMB Bank, National Association and U.S. Bank National Association, solely in their capacities as indenture trustees (collectively, the “Intervenors”). Each of the persons or entities identified in the foregoing clauses (a) through (c) shall be referred to herein individually as a “Party,” and, collectively, as the “Parties.”

---

<sup>1</sup> The last four digits of Debtor Windstream Holdings, Inc.’s tax identification number are 7717. Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

**Recitals**

WHEREAS, on July 25, 2019, Windstream filed their Complaint; and

WHEREAS, the Parties have agreed to certain dates and deadlines to litigate the issues raised in the Complaint.

**Order**

1. The following deadlines and dates are approved:

<b>Deadline</b>	<b>Date</b>
Completion of substantial document productions	10/28/2019
Uniti's answer or motion to dismiss Windstream's Complaint due	10/15/2019
Windstream's motion to dismiss opposition brief due	11/4/2019
Uniti's motion to dismiss reply brief due	11/27/2019
Court hearing on Uniti's motion to dismiss	[_____] (on or before 12/6/2019 subject to Court availability)
Uniti's answer due assuming it moved to dismiss	Seven calendar days following a decision on Uniti's motion to dismiss
Disclosure of potential expert topics	11/18/2019
Pre-motion for summary judgment Court conference	11/21/2019
Fact discovery cutoff	11/22/2019
Motions for summary judgment due	11/25/2019
Summary judgment opposition briefs due	12/9/2019
Summary judgment reply briefs due	12/16/2019
Court hearing on motions for summary judgment	12/18/2019
Deadline to exchange expert reports	1/27/2020
Deadline to exchange rebuttal expert reports	2/14/2020
Expert discovery cutoff	2/24/2020
Deadline to file pre-trial briefs, motions <i>in limine</i> , and exhibit and witness lists	2/28/2020
Trial	3/2/2020 to 3/6/2020

2. The Parties may modify the deadlines set forth herein by (a) mutual agreement or (b) upon request and further order from the Court, which request shall be granted for good cause, subject to the Court's calendar. The Parties agree to act in good faith in discussing any extension to the deadline to complete substantial document production.

3. The Parties agree that service by e-mail on all other Parties of all discovery requests and written responses is sufficient.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: White Plains, New York  
September 30, 2019

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Stephen E. Hessler

Stephen E. Hessler, P.C.

Marc Kieselstein, P.C.

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen, P.C.

Ross M. Kwasteniet, P.C. (admitted *pro hac vice*)

Brad Weiland (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

*Counsel to the Debtors and Debtors in Possession*

/s/ Elliot Moskowitz

Eli J. Vonnegut

Elliot Moskowitz

Angela M. Libby

**DAVIS POLK & WARDWELL LLP**

450 Lexington Avenue

New York, New York 10017

Telephone: (212) 450-4000

*Counsel to Uniti Group, Inc.*

*/s/ Samuel E. Lovett*

---

Andrew N. Rosenberg

Brian S. Hermann

Samuel E. Lovett

**PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP**

1285 Avenue of the Americas

New York, New York 10019-6064

Telephone: (212) 373-3000

Facsimile: (212) 757-3990

*Counsel to the First Lien Ad Hoc Group*

*/s/ Dennis F. Dunne*

---

Dennis F. Dunne

Andrew M. Leblanc

Samuel A. Khalil

**MILBANK LLP**

55 Hudson Yards

New York, New York 10001

Telephone: (212) 530-5000

Facsimile: (212) 530-5219

*Counsel to the Ad Hoc Committee of Second Lien Noteholders*

*/s/ Todd M. Goren*

---

Lorenzo Marinuzzi

Todd M. Goren

Jennifer L. Marines

Jamie A. Levitt

**MORRISON & FOERSTER LLP**

250 West 55th Street

New York, New York 10019-9601

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

*Counsel to the Official Committee of Unsecured Creditors*

/s/ Julia M. Winters

Thomas E. Lauria

**WHITE & CASE LLP**

Southeast Financial Center, Suite 4900

200 South Biscayne Blvd.

Miami, Florida 33131

Telephone: (305) 371-2700

Facsimile: (305) 358-5744

- and -

J. Christopher Shore

Harrison Denman

Philip M. Abelson

Julia M. Winters

**WHITE & CASE LLP**

1221 Avenue of the Americas

New York, NY 10020-1095

Telephone: (212) 819-8200

Facsimile: (212) 354-8113

*Special Counsel to UMB Bank, N.A. and U.S. Bank N.A.*